UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

CELSIUS NETWORK LIMITED and CELSIUS NETWORK LLC,
 	
                              Plaintiffs,
 	
                    v.
 	
PRIME TRUST, LLC,
 	
                              Defendant.
	Adversary Proceeding
	No. 22-01140 (MG)

ORDER GRANTING MOTION TO APPROVE SETTLEMENT WITH PRIME TRUST, LLC PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

Upon the motion (the "Motion") of Celsius Network LLC and Celsius Network Limited (together, "Celsius"), debtors in the above-captioned chapter 11 cases,[1] for entry of an order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") seeking approval of the Stipulation,[2] as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431,* dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§; 1408 and 1409; and due and proper notice of the relief requested in the Motion having been provided in accordance with the Amended Final Case Management Order and having been

---

[1]   The Debtors in these chapter 11 cases (collectively, the "Debtors"), along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network, Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

[2]   The Stipulation refers to the Stipulation to Settle and Discontinue Adversary Proceeding, which is attached to the Motion as Exhibit B.

provided to potentially impacted Celsius Users, including by emailing a copy of this Motion and

the Stipulation to the last known email address, if any, or if no email address is available, mailing

a copy of this Motion and the Stipulation to the last known mailing address, if any, of all potentially

impacted Users; and such notice having been adequate and appropriate under the circumstances,

and it appearing that no other or further notice need be provided; and the Court having held a

hearing to consider the relief requested in the Motion (the "Hearing"); and upon the record of the

Hearing, and upon all of the proceedings had before the Court; and the Court having determined

that the legal and factual bases set forth in the Motion establish just cause for the relief granted

herein which is in the best interests of the Debtors, the Estates, their creditors and all parties in

interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1.   The Motion is granted, as set forth herein.

2.   All responses and objections not withdrawn or resolved by this Order are overruled

in all respects.

3.   The Stipulation is approved under Bankruptcy Rule 9019, and the Debtors are

authorized to enter into and perform under the Stipulation.

4.   The Debtors and Prime Trust are each authorized and directed to comply with their

respective obligations under the Stipulation.

5.   The Debtors shall provide the Committee with such reporting relating to any

property that may be returned by Prime Trust to the Debtors as shall be determined by further

agreement of the Committee and the Debtors or order of the Bankruptcy Court.

6.   Nothing in this Order or the Stipulation is intended to limit or otherwise prejudice

nor shall anything in this Order or the Stipulation be deemed to limit or otherwise prejudice the

rights of any Party, any creditor, any User, or any other party in interest (a) with respect to any ownership, lien, security, encumbrance, or other property interest with respect to the Subject Property or any property transferred to the Designated Celsius Wallets or (b) to assert, before the Bankruptcy Court, any interest (including an ownership or other interest) or claim with respect to the Subject Property or any property transferred to the Designated Celsius Wallets.

7.   Nothing in this Order or the Stipulation shall prejudice or otherwise alter any rights of any User (and is without prejudice to such rights) under any agreement between the User and Celsius, and such agreements shall remain in full force and effect in each case according to the terms thereof and subject to applicable bankruptcy and non-bankruptcy law.

8.   Notwithstanding anything to the contrary in the Motion, this Order, or any findings announced at the hearing, nothing in the Motion, this Order, or announced at the hearing constitutes a finding under the federal securities laws as to whether crypto tokens or transactions involving crypto tokens are securities, and the right of the United States Securities and Exchange Commission to challenge transactions involving crypto tokens on any basis are expressly reserved.

9.   The Parties are authorized to take any action as may be necessary or appropriate to implement, effectuate and fully perform under the Stipulation in accordance with this Order, including without limitation to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement, effectuate and fully perform under the Stipulation in accordance with this Order.

10.   Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion, and the Local Bankruptcy Rules are satisfied by such notice.

11.   The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

IT IS SO ORDERED.

Dated: December 6, 2022
        New York, New York

                                      /s/ Martin Glenn
                                    MARTIN GLENN
                          Chief United States Bankruptcy Judge